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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

SERENDIP LLC & WENDY
CARLOS,

CASE NO. CV 08-07739 RGK (RCx)

Plaintiffs,

v.

WARNER BROS.
ENTERTAINMENT INC.,

Defendant.

**DECLARATION OF LINDA M.
BURROW IN SUPPORT OF
WARNER BROS.
ENTERTAINMENT INC.'S
MOTION FOR PARTIAL
SUMMARY JUDGMENT;
EXHIBITS**

WARNER BROS.
ENTERTAINMENT INC.

Counter-claimant,

v.

SERENDIP LLC, a New York limited
liability company, and WENDY
CARLOS, an individual,

Counter-defendants

[Notice of Motion and Motion for Partial
Summary Judgment, Declaration of Jan
Harlan and Exhibit Thereto, and Separate
Statement of Uncontroverted Facts and
Conclusions of Law; Declaration of Jan
Harlan; Declaration of Michael Kory and
Declaration of Roberta Thornburg filed
concurrently herewith]

Date: November 30, 2009
Time: 9:00 a.m.
Courtroom: 850

1 **DECLARATION OF LINDA M. BURROW**

2 I, Linda M. Burrow, declare as follows:

3 1. I am an attorney admitted to practice in the state of California, and am a
4 shareholder at the law firm of Caldwell Leslie & Proctor PC (“Caldwell Leslie” or
5 the “Firm”), counsel for Warner Bros. Entertainment Inc. (“Warner Bros.”) in this
6 action. I am the attorney at Caldwell Leslie with primary responsibility for this case
7 and have been involved in this litigation since its inception. I have firsthand
8 knowledge of the facts stated herein, and could and would testify competently
9 thereto if called as a witness in this matter.

10 2. Attached hereto as “Franklin Depo.” are true and correct copies of
11 excerpts from the Deposition of Annemarie Franklin, which I took on September 16,
12 2009 in New York, New York.

13 3. Attached hereto as “Carlos Depo.” are true and correct copies of
14 excerpts from the Deposition of Wendy Carlos, which I took on September 17, 2009
15 in New York, New York.

16 4. Attached hereto as Exhibit “1” is a true and correct copy of an
17 Agreement between Trans-Electronic Music Productions, Inc. and Polaris
18 Productions, Inc., which was marked as Exhibit 4 at the Deposition of Annemarie
19 Franklin and authenticated by Ms. Franklin at 31:21-32:19.

20 5. Attached hereto as Exhibit “2” is a true and correct copy of the music
21 cue sheet for *A Clockwork Orange* dated March 24, 1972 which was produced by
22 Warner Bros. in this litigation as WB000051 to WB000052. I have compared the
23 music cues in this cue sheet to the film *A Clockwork Orange* and believe it to be
24 accurate.

25 6. Attached hereto as Exhibit “3” is a true and correct copy of a DVD set
26 containing *2001: A Space Odyssey*; *A Clockwork Orange*; *The Shining*; *Full Metal
27 Jacket*; *Eyes Wide Shut*; and *Stanley Kubrick: A Life in Pictures* that I purchased
28 from Amazon.com on November 3, 2009.

1 7. Attached hereto as Exhibit "4" is a true and correct copy of a letter on
2 Trans-Electronic Music Productions, Inc. letterhead dated March 29, 1980 from
3 Wendy Carlos and Rachel Elkind to Stanley Kubrick. This letter was produced in
4 this litigation as document JH 005 by Jan Harlan.

5 8. Attached hereto as Exhibit "5" is a true and correct copy of a document
6 entitled "Composer Loanout Agreement" dated January 25, 1980 which was marked
7 as Exhibit No. 9 at the Deposition of Annemarie Franklin and authenticated by Ms.
8 Franklin at 94:22-24, 95:12-96:4. This document was also used as an exhibit to the
9 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 87:14-24.

10 9. Attached hereto as Exhibit "6" is a true and correct copy of a January
11 25, 1980 letter agreement between Peregrine Filmmaatschappij, N.V. and Trans-
12 Electronic Music Productions, Inc., which was marked as Exhibit No. 10 at the
13 Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 94:25-95:6,
14 97:17-22. This document was also used as an exhibit to the Deposition of Wendy
15 Carlos and authenticated by Ms. Carlos at 90:22-91:7.

16 10. Attached hereto as Exhibit "7" is a true and correct copy of an undated
17 document entitled "Copyright Assignment" which was marked as Exhibit No. 3 at
18 the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 27:20-
19 28:5.

20 11. Attached hereto as Exhibit "8" is a true and correct copy of an email
21 dated February 15, 2001 from Wendy Carlos to Vivian Kubrick, which was
22 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures. This
23 document was marked as Exhibit No. 13 at the Deposition of Annemarie Franklin
24 and authenticated by Ms. Franklin at 108:18-109:22.

25 12. Attached hereto as Exhibit "9" is a true and correct copy of an email
26 dated February 14, 2001 from Vivian Kubrick to Wendy Carlos, which was
27 produced by Plaintiffs in response to discovery in this action. This document was
28 marked as Exhibit No. 12 at the Deposition of Annemarie Franklin and authenticated

1 by Ms. Franklin at 107:22-108:7. This document was also used as an exhibit at the
2 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 95:25-96:7.

3 13. Attached hereto as Exhibit “10” is a true and correct copy of an email
4 exchange between Annemarie Franklin, Ned Price and Vivian Kubrick dated
5 February 16, 2001, which was produced by Plaintiffs in conjunction with their Rule
6 26 initial disclosures. This document was marked as Exhibit No. 14 at the
7 Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 110:18-
8 111:2.

9 14. Attached hereto as Exhibit “11” is a true and correct copy of a March
10 2001 email exchange between Wendy Carlos, Jan Harlan and Melanie Viner Cuneo,
11 which was produced by Plaintiffs in response to discovery in this action. This
12 document was marked as Exhibit 25 at the deposition of Wendy Carlos and
13 authenticated by Ms. Carlos at 49:5-25.

14 15. Attached hereto as Exhibit “12” is a true and correct copy of an email
15 dated September 5, 2006 from “serendip@nyc.rr.com” to Jan Harlan, which was
16 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures.

17 16. Attached hereto as Exhibit “13” is a true and correct copy of a
18 September 6, 2006 email exchange between Jan Harlan and Annemarie Franklin,
19 with copy to Wendy Carlos, which was produced by Plaintiffs in conjunction with
20 their Rule 26 initial disclosures.

21 17. Attached hereto as Exhibit “14” is a true and correct copy of an email
22 from Jan Harlan to “serendip@nyc.rr.com” and “wencar@nyc.rr.com” dated
23 September 7, 2006, which was produced by Plaintiffs in conjunction with their Rule
24 26 initial disclosures in this action.

25 18. Attached hereto as Exhibit “15” is a true and correct copy of an email
26 exchange dated November 3, 2006 between Jan Harlan, Annemarie Franklin and
27 Wendy Carlos, which was produced by Plaintiffs in response to discovery in this
28 action.

19. Attached hereto as Exhibit "16" is a true and correct copy of an email exchange dated September 10, 2006 between Jan Harlan and Annemarie Franklin, which was produced by Plaintiffs in response to discovery in this action.

20. Attached hereto as Exhibit "17" is a true and correct copy of a September 24, 2007 letter from Annemarie Franklin to Alan F. Horn, which was marked as Exhibit No. 5 at the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 33:4-14.

I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct.

Executed on November 4, 2009, at Los Angeles, California

By LINDA M. BURROW /s/